

10 October 2019

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This document is important and requires your immediate attention.

Registered Office: Level 2, 7 Macquarie Place, Sydney, New South Wales, Australia 2000.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of HUB24 Limited will be held at The Warrane Theatre, Museum of Sydney, Corner of Bridge & Phillip Street, Sydney on Monday, 11 November 2019 commencing at 1.00pm (Sydney time).

HUB24 LIMITED
ACN 124 891 685

Registered Office: Level 2, 7 Macquarie Place, Sydney, New South Wales, Australia 2000.
Tel: +61 2 8274 6079 Fax: +61 2 8274 6000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of HUB24 Limited will be held at The Warrane Theatre, Museum of Sydney, Corner of Bridge & Phillip Street, Sydney, on Monday, 11 November 2019 commencing at 1.00pm (Sydney time).

Business

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for HUB24 Limited and its controlled entities for the financial year ended 30 June 2019.

Note: There is no requirement for the Shareholders to approve these reports.

2. RESOLUTION 1: REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"THAT the Remuneration Report of the Company for the financial year ended 30 June 2019 be adopted."

*Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders **vote in favour** of this Resolution.*

Please note:

- *this resolution is advisory only and does not bind the Company or its Directors; and*
- *the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.*

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – BRUCE HIGGINS

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"THAT Bruce Higgins, a Non-Executive Director of the Company who retires from the office of Director by rotation in accordance with rule 18.5 of the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

*The Board (excluding Bruce Higgins, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of this Resolution.*

4. RESOLUTION 3: RE-ELECTION OF DIRECTOR – IAN LITSTER

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT Ian Litster, a Non-Executive Director of the Company who retires from the office of Director by rotation in accordance with rule 18.5 of the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

*The Board (excluding Ian Litster, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of this Resolution.*

5. RESOLUTION 4: APPROVAL OF ISSUE OF OPTIONS AND PERFORMANCE RIGHTS TO ANDREW ALCOCK

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue by the Company of 54,764 Options and 21,932 Performance Rights to Andrew Alcock on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved.”

*The Board (excluding Andrew Alcock, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of this Resolution.*

6. RESOLUTION 5: INCREASING THE MAXIMUM AGGREGATE REMUNERATION OF NON-EXECUTIVE DIRECTORS

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT for the purposes of rule 19.1 of the Constitution, ASX Listing Rule 10.17 and all other purposes, the maximum aggregate remuneration payable to the Non-Executive Directors of the Company in a financial year be increased by \$200,000, from \$600,000 to \$800,000. Note that 20,000 Performance Rights were issued to a Non-Executive Director with Shareholder approval in 2018, in accordance with ASX Listing Rule 10.14.”

As the Directors may have an interest in the outcome of this resolution, they abstain from making a recommendation to shareholders as to how to vote in relation to this Resolution.

7. RESOLUTION 6: ADOPTION OF NEW CONSTITUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT the document titled 'Constitution of HUB24 Limited' tabled at the meeting and signed by the chair of the meeting for the purposes of identification be adopted as the constitution of HUB24 Limited in substitution for and to the exclusion of the existing constitution of the company, with effect from the close of the meeting.”

*The Board recommends that Shareholders **vote in favour** of this Resolution.*

Voting Exclusions

Voting exclusion statement – Resolution 1 (Remuneration Report):

The Company will disregard any votes cast on Resolution 1 by:

- a member of the Company's key management personnel (**KMP**) or a closely related party of a KMP;
- persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- any associate of a KMP or of any persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed.

However, a vote may be cast by such a person if:

- the vote is cast by that person as a proxy in accordance with a direction by the shareholder as to how that person is to vote on the Resolution; and
- the shareholder who directed that person how to vote is entitled to vote on the Resolution (e.g. the shareholder is not a KMP or a closely related party of a KMP),

or

- the voter is the chair of the meeting and the appointment of the Chairman as proxy (by a shareholder who is entitled to vote on the Resolution) does not specify the way the proxy is to vote on the Resolution; and
- the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of this Resolution.

Voting exclusion statement – Resolution 4 (Issue of Options and Performance Rights to Andrew Alcock):

The Company will disregard any votes cast on Resolution 4:

- by, or on behalf of, Mr. Andrew Alcock (being the only Director eligible to participate in the LTI Plans; or
- by any associate of Mr. Andrew Alcock regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP of the Company at the date of the Meeting, or by any of their closely related parties.

However, the Company need not disregard a vote on Resolution 4 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of this Resolution.

Voting exclusion statement – Resolution 5 (Increasing Maximum Aggregate Annual Non-Executive Director Remuneration):

The Company will disregard any votes cast on Resolution 5 by a Director of the Company and any associate of such a Director.

However, the Company need not disregard a vote on Resolution 5 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of this Resolution.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Entitlement to Vote

It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations) that for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7.00pm (Sydney time) on Saturday, 9 November 2019. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting by Proxy

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting. Broadly:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

You should seek professional advice if you need any further information on this issue.

In accordance with section 249L of the Corporations Act, members are advised of the following:

- a Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a representative of a body corporate;
- a proxy need not vote on a show of hands, however if a proxy does vote on a show of hands, the proxy must vote as directed;
- a Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If a Shareholder appoints two or more proxies that specify different ways to vote on a resolution, neither proxy may vote on a show of hands; and
- if an appointed proxy is not also the Chairman of the Meeting, the proxy need not vote on a poll, however if the proxy does vote on a poll the proxy must vote as directed by the Shareholder. If a poll is conducted and the proxy holder does not vote, the proxy appointment defaults to the Chairman of the Meeting to vote as directed. If the appointed proxy is the Chairman of the Meeting, the proxy must vote on a poll in the manner directed by the Shareholder.

A Proxy Form accompanies this Notice and to be effective must be received at least 48 hours before the appointed time of the Meeting (i.e. before 1.00pm (Sydney time) on Saturday, 9 November 2019) at the Company's corporate registry:

Online www.linkmarketservices.com.au

By Post HUB24 Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By Hand Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

or
Level 12, 680 George Street, Sydney NSW 2000

By Facsimile +61 2 9287 0309

Voting by Attorney

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or at the Company's corporate registry listed above, at least 48 hours before the Meeting (i.e. before 1.00pm (Sydney time) on Saturday, 9 November 2019).

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Scrutineer

The Company's registrar, Link Market Services Limited will act as scrutineer for any polls that may be required at the Meeting.

By Order of the Board



Mark Goodrick
Joint Company Secretary

HUB24 LIMITED

ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders of the Company with sufficient information to consider the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company to be held on Monday, 11 November 2019 commencing at 1.00pm (Sydney time) at The Warrane Theatre, Museum of Sydney, Corner of Bridge & Phillip Street, Sydney, New South Wales, Australia.

The Board recommends that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is in the 2019 Annual Report and is also available on the Company's website at www.hub24.com.au. The Remuneration Report:

- describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for specified senior executives of the Company; and
- explains the differences between the bases for remunerating Non-Executive Directors and executives, including any executive Directors.

The Corporations Act requires the agenda for an Annual General Meeting to include a resolution that the Remuneration Report be put to the vote. Should 25% or more of the votes cast on this Resolution (in person or by proxy) to approve the Remuneration Report be against approval of that report, then at the 2020 Annual General Meeting the resolution to approve next year's Remuneration Report must be approved by 75% or more of the votes cast to avoid a resolution being put to the 2020 Annual General Meeting to consider a spill of the Board.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chairman at the Annual General Meeting.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders **vote in favour** of Resolution 1 to adopt the Remuneration Report.

Resolution 2: Re-election of Director – Bruce Higgins

Pursuant to rule 18.5 of the Constitution, retiring Director Bruce Higgins being eligible to do so, has offered himself for re-election. Mr. Higgins, a Non-Executive Director of the Company, was last elected by Shareholders at the Company's annual general meeting held on 29 November 2016.

This Resolution seeks Shareholder approval of the re-election of Mr. Higgins.

Profile of Bruce Higgins

The biography of Mr Higgins is set out in the Company's Annual Report (located at <https://www.hub24.com.au/shareholder-centre/>).

Mr. Higgins was appointed as Chairman of the Board on 19 October 2012 and is a member of the Remuneration and Nomination Committee and the Audit, Risk and Compliance Committee.

The Board (excluding Bruce Higgins, who abstains from making a recommendation) recommends supporting the re-election of Bruce Higgins and recommends that Shareholders **vote in favour** of Resolution 2.

Resolution 3: Re-election of Director – Ian Litster

Pursuant to rule 18.5 of the Constitution, retiring Director Litster being eligible to do so, has offered himself for re-election. Mr. Litster, a Non-Executive Director of the Company, was last elected by Shareholders at the Company's annual general meeting held on 19 November 2018.

This Resolution seeks Shareholder approval of the re-election of Mr. Ian Litster.

Profile of Ian Litster

The biography of Mr Litster is set out in the Company's Annual Report (located at <https://www.hub24.com.au/shareholder-centre/>).

Mr. Litster was appointed to the Company's Board on 27 September 2012 and is a member of the Remuneration and Nomination Committee and the Audit, Risk and Compliance Committee.

The Board (excluding Ian Litster, who abstains from making a recommendation) recommends supporting the re-election of Ian Litster and recommends that Shareholders **vote in favour** of Resolution 2.

Resolution 4: Approval of issue of Options and Performance Rights to Andrew Alcock

Resolution 4 seeks approval, for the purposes of ASX Listing Rule 10.14, and for all other purposes, of the grant of 54,764 Options and 21,932 Performance Rights in FY20 to the Managing Director, Mr. Andrew Alcock, under the terms and conditions set out in this Explanatory Memorandum and the HUB24 Share Option Plan and the HUB24 Performance Rights Plan (together, the **HUB24 LTI Plans**).

A summary of the principal terms of the grant of Options and Performance Rights is set out in Annexure A to this Explanatory Memorandum.

Background

The Board has set Mr. Alcock's remuneration package for FY20 to include the grant of Performance Rights and Options under the HUB24 LTI Plans contingent upon the achievement of performance goals aligned with the continued growth of the HUB24 business and shareholder value. This is consistent with the structure of Mr. Alcock's remuneration package for FY19 that was approved by Shareholders at last year's Annual General Meeting and the remuneration of other key executives which has already been approved by the Board on similar terms as proposed in this resolution for Mr. Alcock.

The Company is seeking approval for the grant of Performance Rights and Options to Mr. Alcock in accordance with the ASX Listing Rules.

The Board aims to consistently align the remuneration of all executives participating in the Company's long term incentive arrangements with similar terms and performance measures which are reviewed annually. If Shareholder approval is obtained, the Performance Rights and Options will be granted to Mr. Alcock within 30 days of Shareholder approval.

The details of any securities issued under the HUB24 LTI Plans will be published in the Annual Report of the Company relating to a period in which securities have been issued, and a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Any Directors, their related entities or associates who become entitled to participate under the HUB24 LTI Plans after the resolutions are approved and who were not named in the Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Mr. Alcock has received 129,263 Options and 162,820 Performance Rights under the HUB24 LTI Plans since the HUB24 Share Option Plan and the HUB24 Performance Rights Plan were respectively last approved by shareholders at an Annual General Meeting. No amounts were payable for the issue of those Options and Performance Rights.

Under ASX Listing Rule 7.1, companies are generally restricted from issuing more than 15% of their issued share capital in any 12 month period without shareholder approval. There are a number of exceptions to this restriction, including Exception 14 of ASX Listing Rule 7.2, which applies when there is an issue of securities with the approval of holders of ordinary securities under ASX Listing Rule 10.14, and the notice of meeting states that approval is given under ASX Listing Rule 10.14 and approval is not required under ASX Listing Rule 7.1.

Key features of the grant

A brief overview of the details of the proposed grant of Options and Performance Rights to Mr. Alcock is set out below.

Amount of grant

In accordance with the remuneration arrangements approved by the Board of the Company for FY20, Mr. Alcock is entitled to the grant of 54,764 Options and 21,932 Performance Rights under the HUB24 LTI Plans with a value based upon 100% of his current total fixed remuneration.

Types of LTI to be granted

The FY20 LTI grant to Mr. Alcock is made up of 54,764 Options and 21,932 Performance Rights.

Each Performance Right and Option provides an entitlement to one Share, subject to achievement of performance hurdles. No consideration will be payable for the issue of Options or Performance Rights, however, an exercise price will be payable for exercising any Options. No exercise price will be payable in respect of the conversion of vested Performance Rights into new Shares.

As there is no consideration payable by Mr. Alcock for the grant of Options and Performance Rights to him, there is no loan being provided to acquire these Options and Performance Rights, nor will any loan be provided upon exercise of these Options and Performance Rights.

Determining the number of Performance Rights and Options to be allocated

The number of Performance Rights and Options issued has been determined by dividing the entitlement by the value of an Option or Performance Right. In addition, the total value of the entitlement has been allocated between Options and Performance Rights, with 40% of the entitlement allocated to Options and 60% of the entitlement allocated to Performance Rights.

- for the purpose of calculating the number of Performance Rights to be issued, the maximum value of LTI to be awarded in Performance Rights is divided by the face value of the Share to which a vested Performance Right will convert into. The face value is based on the volume weighted

average price (VWAP) of HUB24 shares traded on ASX in the 20 trading days prior to 20 September 2019, which VWAP is \$12.36.

- for the purpose of calculating the number of Options to be issued, the maximum value of LTI to be awarded in Options is divided by the Option value determined by the Monte Carlo and Black Scholes simulation methodologies which is a value of \$3.30.

The exercise price for the Options was determined with reference to the 20 trading day VWAP for HUB24 shares in the 20 trading days prior to 20 September 2019. The exercise price of each Option based on this calculation is \$12.36.

On this basis, Shareholder approval is sought for the grant of 54,764 Options and 21,932 Performance Rights in FY20 to Mr. Andrew Alcock.

Conditions of vesting – performance conditions & performance periods

For Mr. Alcock, vesting of the FY20 grant of Options and Performance Rights is subject to two performance conditions that the Board considers both challenging and aligned to growing the long term value of HUB24.

The First Performance Condition and the Second Performance Condition (referred to as PC1 and PC2 respectively) will be applied separately to the Options and Performance Rights as follows:

- 50% of the Options and 50% of the Performance Rights are subject to the 'First Performance Condition' (PC1); and
- 50% of the Options and 50% of the Performance Rights are subject to the 'Second Performance Condition' (PC2).

The performance conditions are as follows:

1. *PC1 – Growth in Funds Under Administration (FUA) over three years – 'First Performance Condition'*

HUB24 competes in an environment where scale with appropriate margins is a key driver of business growth and profitability. Accordingly, the Board, working with its advisers, considers that at this stage of its development, a performance condition measuring the growth in FUA over the next three years is an effective way to incentivise Mr. Alcock to profitably build the Company's market share and with it, shareholder value.

For the 3 year performance period from 1 July 2019 to 30 June 2022, the Board has calibrated the vesting of the Managing Director's Options and Performance Rights to the growth in FUA as follows:

- zero vesting will occur if the FUA does not exceed \$27 billion by 30 June 2022;
- 25% vesting will occur if the FUA reaches \$27 billion by 30 June 2022;
- 80% vesting will occur if the FUA reaches \$29 billion by 30 June 2022;
- 100% vesting will occur if the FUA reaches \$32 billion by 30 June 2022;
- vesting between \$27 billion and \$29 billion in FUA (for between 25% and 80% vesting) will be on a straight-line basis between these two levels; and
- vesting between \$29 billion and \$32 billion in FUA (for between 80% and 100% vesting) will be on a straight-line basis between these two levels.

In measuring the achievement of PC1, the Board reserves the right at its discretion, to reduce by up to 50%, the number of Performance Rights and Options vesting under PC1 if the FUA growth was achieved on commercial terms materially less favourable to the Company than terms generally

offered in the normal course of business unless such commercial terms were approved by the Board. The Board will exercise such discretion in a manner consistent with protecting the Company's long term stability, sound risk management and aligned with the creation of long-term shareholder value.

2. *PC2 – Absolute Total Shareholder Return (ATSR) – 'Second Performance Condition'*

The Board believes that an absolute rather than relative Total Shareholder Return (TSR) is the most appropriate way to measure the success in implementing HUB24's long term strategic objectives. The absolute TSR performance (ATSR) threshold is positioned at what the Board considers a challenging CAGR hurdle of 12.5% to 17.5% over three years, which is significantly above the 30 June 2019 20 year return on Australian equities of 8.7% p.a. reported in the 2019 Vanguard Index Chart Report. This will ensure that LTI vesting is directly linked to superior returns achieved for Shareholders.

The vesting of PC2 (ATSR) is calibrated as follows:

- 25% vesting of PC2 Options and Performance Rights occurs when a threshold vesting of 12.5% ATSR compounded annually is achieved;
- 100% vesting of PC2 Options and Performance Rights occurs when a threshold vesting of 17.5% ATSR compounded annually is achieved; and
- vesting between 12.5% and 17.5% ATSR will be on a straight-line basis between these two levels.

By way of example, if a CAGR of 14% per annum ATSR is achieved over the testing period then 47.5% vesting of PC2 Options and Performance Rights will occur.

The determination of the ATSR thresholds will be based upon the 20 trading day VWAP for HUB24 shares prior to 20 September 2019. The 20 trading day VWAP for Shares up to that date was \$12.36, therefore (in the absence of any dividends) the 12.5% threshold is \$17.60 and the 17.5% threshold is \$20.05 when tested over a three year period, or \$19.80 and \$23.56 respectively when tested over a four year period as described further below.

The determination of ATSR achieved over the 3 year performance period will be based on the 40 trading day VWAP of HUB24 shares traded on ASX immediately following the release of HUB24's full-year results for the relevant prior fiscal year. In this Explanatory Memorandum, this 40 trading day period is referred to as the 'testing period'. In circumstances where the ASX200 falls by greater than 5% during a 40 trading day test period, the testing period will recommence after the period during which the greater than 5% fall was recorded. The use of a 40 trading day VWAP in the calculation of the end price for ATSR performance testing avoids any abnormal daily share price movements that could advantage or disadvantage employees.

The PC2 hurdles will be tested over a cumulative three year period to the test date on the 40th trading day following the release of the Company's financial results for the year ended 30 June 2022, subject to the above. If required, any unvested Options or Performance Rights from that three year test will be retested against the above CAGR ATSR hurdles over the cumulative four year period to 40 trading days from the date of release of the Company's financial results for the year ended 30 June 2023 (Last Testing Date). Any Options or Performance Rights not meeting this four year hurdle will lapse and be cancelled.

As noted above, the Board has set what it considers to be a high ATSR threshold hurdle applicable to the FY20 grant. The additional testing after 30 June 2022 acknowledges this challenge and is applied to ensure that the Managing Director is motivated to deliver strong performance over a longer term period. The Board intends to consider value adding growth opportunities as they arise, but also recognises that certain investments may need time to develop, execute and fully realise their full potential. The retesting provision also allows for the possibility that market dynamics and factors outside management control may result in HUB24's share price at the end of the three year performance period (i.e. until 30 June 2022) not reflecting actual business success in which case the Board may, in its discretion, allow a further 12 months before testing of unvested Options and Performance Rights.

Any Performance Rights and Options that have not vested after the Last Testing Date (as defined above), i.e. in 2023, will lapse.

Exercise of vested Performance Rights and Options

Upon vesting of Performance Rights, Mr. Alcock may choose to exercise, no later than the earlier of termination of employment and 15 years from the time the Performance Rights were granted, one right for each Share, with the Shares being either issued or purchased on market.

The Board has the absolute discretion to deliver either Shares or cash or a combination of both on exercise of vested Performance Rights.

Upon vesting of Options, Mr. Alcock may (subject to continued employment), by payment of the exercise price for each Option at any time up until 30 November 2024, be allocated one HUB24 share for each Option exercised, with the Shares being either issued or purchased on market. The exercise price will be the VWAP of a HUB24 share determined in the first 20 trading days prior to 20 September 2019 (i.e. \$12.36).

Restrictions on share trading

Mr. Alcock will be restricted from selling or transferring any Options within 12 months of grant, or any Shares acquired by exercising vested Options or Performance Rights during the period of 12 months from the date of exercise of the Options or Performance Rights, unless the proposed sale of Shares is for the purpose of funding the exercise price of the Options or to meet tax obligations arising from the Options or Shares.

Performance Rights are not transferable unless otherwise approved by the Board.

The exercise or disposal of vested shares is also subject to HUB24's Share Trading Policy and trading windows.

LTI benefits on termination

The Options and Performance Rights, both vested and unvested, are subject to forfeiture on termination of Mr. Alcock's employment by Mr. Alcock. If, however, his employment ends by reason of death or becoming (in the Board's view) totally and permanently disabled, or by way of termination by the Company for reasons other than a breach of the performance standards as set out in Mr. Alcock's employment contract, or the occurrence of such other event as the Board determines, Mr. Alcock's Options and Performance Rights will not be forfeited in these circumstances.

Upon a change in control (CIC) event, the LTI awards vest on a pro rata period of time basis only. The Board has discretion to make the full grant of Options / Performance Rights vest upon a CIC event.

The Board has the discretion to determine that any LTI benefit payable in the above termination circumstances in relation to the issue of Options and Performance Rights can be settled in cash based on the number of Shares vested multiplied by the 20 trading day closing market price (VWAP) of HUB24 shares immediately prior to such payment.

Clawbacks & forfeiture

The Board has an absolute discretion to reduce, cancel or recover (**Clawback**) any and all unvested Options or Performance Rights or Shares held by Mr. Alcock under this offer in the following 'for cause' circumstances:

- serious misconduct or fraud by Mr. Alcock;
- unsatisfactory performance by Mr. Alcock to the detriment of strategic Company objectives or to the Company's reputation or standing in the industry or the community, or which has brought the Company into disrepute;

- error in the calculation of achievement of any Performance Rights or performance conditions;
- false or misleading statement or omission in relation to the Company's financial statements;
- a breach of Mr. Alcock's obligations to the Company, including any breach of his employment agreement or the Company policies or codes of conduct; or
- conviction of Mr. Alcock of a criminal offence or Mr. Alcock has had a judgment entered against him in any civil proceedings in respect of duties at law, in equity or under statute.

Further, the Board has an absolute discretion to determine to Clawback any and all unvested Options or Performance Rights or Shares made to Mr. Alcock under this Offer:

- to protect the financial soundness and sustainability of the Company;
- to ensure that no unfair benefit is obtained by Mr. Alcock;
- to respond to a material change in the circumstances of, or significant unexpected or unintended consequence affecting the Company that was not foreseen by the Board.

No dividends

Dividends, if any, will not be paid on unvested or unexercised Performance Rights or Options.

Recommendation

The Board (excluding Andrew Alcock, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of Resolution 4.

Resolution 5: Increase the Maximum Aggregate Remuneration of the Non-Executive Directors

ASX Listing Rule 10.17 provides that Shareholder approval is required to increase the total aggregate amount of Directors' fees payable to all of its Non-Executive Directors.

The current amount fixed by the Company as the maximum aggregate remuneration payable to the Non-Executive Directors of the Company in a financial year is \$600,000. The Board recently sought advice with regard to the setting of remuneration of Non-Executive Directors.

No increase in the maximum aggregate remuneration has been sought since the Annual General Meeting of the Company held on 25 November 2015 when the existing \$600,000 maximum annual amount was approved by the Company's shareholders.

This Resolution seeks Shareholder approval under rule 19.1 of the Company constitution and ASX Listing Rule 10.17 to increase to the maximum aggregate remuneration payable to the Non-Executive Directors of the Company in a financial year by \$200,000 from \$600,000 to \$800,000.

The higher maximum aggregate annual Non-Executive Director remuneration of \$800,000 is also being sought to allow the Company to have the flexibility to increase the number of Non-Executive Director appointments and to enable the Company to seek to attract and retain Directors of the highest calibre. The increase will also provide allowance for future remuneration increases for Directors of high standing in line with industry standards and market practice.

The independent formal advice received by the Board noted that the Company is now ranked in the ASX 200 with a market cap in the 3rd quartile of the second 100 ranked companies where it was observed the median fee pool for Non-Executive Directors stands at \$1 million, and acknowledging the present fee cap of \$600,000, it was recommended that the Board seek shareholder approval at the annual general meeting for a fee pool of \$800,000.

Note that 20,000 Performance Rights were issued to a Non-Executive Director with Shareholder approval in 2018, in accordance with ASX Listing Rule 10.14. As the Directors may have an interest in

the outcome of this resolution, they abstain from making a recommendation to Shareholders as to how to vote in relation to this resolution.

Resolution 6: Adoption of New Constitution

Resolution 6 seeks approval, for the purposes of section 136(2) of the Corporations Act 2001 (Cth), and for all other purposes, of the adoption of a new constitution by the Company.

The existing constitution was adopted on 13 April 2007. Since then, there have been a number of changes to applicable regulatory requirements (both the Corporations Act and the ASX Listing Rules), corporate governance principles and general corporate and commercial practice for ASX listed companies. Accordingly, the Company's current constitution requires substantial updating.

The Board has determined that it is more appropriate to adopt a new constitution, which reflects these changes, rather than make each of the necessary amendments to the current constitution. Many of the proposed changes are administrative or relatively minor in nature. Some key differences between the current constitution and the proposed constitution are outlined in Annexure B to this Explanatory Memorandum.

The proposed resolution for adoption of the new constitution must be approved by a special resolution. A special resolution must be passed by at least 75 per cent of the votes cast by shareholders present (whether in person, or by proxy, attorney or representative) and entitled to vote on that special resolution.

A copy of the Company's existing constitution and proposed constitution are available:

- (a) on HUB24 Limited's website <https://www.hub24.com.au/shareholder-centre/>, and
- (b) by telephoning the HUB24 Limited Share Registry and requesting a copy of these documents (free of charge).

A copy of the new constitution will also be available for inspection by shareholders at the AGM.

The description in Annexure B of this Explanatory Memorandum is a summary of the key clauses in the proposed constitution only. There are other differences between the existing and proposed constitutions which are not summarised or referred to below, including on the basis that they do not materially alter the effect of the existing constitution (examples of these include changes removing unnecessary provisions, correcting errors or reflecting the changing industry landscape).

Please see the existing constitution and proposed new constitution for full detail.

Recommendation

The Board recommends that Shareholders ***vote in favour*** of Resolution 6.

GLOSSARY

\$ means Australian Dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

ATSR means Absolute Total Shareholder Return.

Board means the current board of directors of the Company.

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Sydney, Australia.

CAGR means compound annual growth rate.

CIC means change in control.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means HUB24 Limited ACN 124 891 685.

Constitution means the Company's Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the Corporations Regulations 2001 (Cth) made under the Corporations Act.

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

FUA means funds under administration.

FY means financial year.

Group means the Company and each of its wholly owned subsidiaries.

Key Management Personnel or **KMP** has the meaning as defined in section 9 of the Corporations Act.

LTI means long term incentives.

LTI Plans means the HUB24 Share Option Plan and the HUB24 Performance Rights Plan.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory memorandum accompanying the Notice and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a performance right over a Share.

Performance Rights Plan means the HUB24 Performance Rights Plan, previously approved by Shareholders at the 2016 Annual General Meeting and as amended from time to time.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Company's 2019 Annual Report.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Option Plan means the HUB24 Share Option Plan, previously approved by Shareholders at the 2014 and 2017 Annual General Meetings.

TSR means Total Shareholder Return.

Volume Weighted Average Price or **VWAP** means the volume weighted average price of shares traded on ASX determined by dividing the dollar value of shares traded on ASX by the total number of shares traded over the same period.

ANNEXURE A

SUMMARY OF KEY TERMS OF OPTIONS AND PERFORMANCE RIGHTS PROPOSED TO BE ISSUED TO ANDREW ALCOCK (RESOLUTION 4)

Term	Options	Performance Rights
Total number granted	54,764 Options, each of which entitles the holder to subscribe for one Share on and subject to the terms of the Options.	21,932 Performance Rights, each of which entitles the holder to be issued one Share on and subject to the terms of the Performance Rights.
Issue date	Within 30 days of the date of the Annual General Meeting.	
Issue price	No amount is payable for issue of the Options or Performance Rights.	
Quotation	The Options and Performance Rights will not be quoted on ASX or any other exchange.	
Exercise price	The exercise price of the Options will be a price equal to the volume weighted average closing price of the Company's shares traded on ASX prior to 20 September 2019, being \$12.36 (Exercise Price).	No exercise price will be payable in respect of the conversion of vested Performance Rights into Shares.
Expiry date	The expiry date of the Options is 5 years after the date of issue. The expiry date for the Performance Rights is 15 years after the date of issue.	
Termination	Subject to the following, the Options and Performance Rights, vested and unvested, are subject to forfeiture on termination of Mr. Alcock's employment by Mr. Alcock. If however Mr. Alcock's employment ends by reason of death or becoming (in the Board's view) totally and permanently disabled, or by way of termination by the Company for reasons other than a breach of the performance standards as set out in Mr. Alcock's employment contract, or the occurrence of such other event as the Board determines, Mr. Alcock's Options and Performance Rights will not be forfeited in these circumstances.	
Clawbacks & Forfeiture conditions	<p>The Board shall have discretion to reduce, cancel or recover (Clawback) any and all unvested Options or Performance Rights or Shares held by Mr. Alcock under this offer in the following 'for cause' circumstances:</p> <ul style="list-style-type: none"> (a) serious misconduct or fraud by Mr. Alcock; (b) unsatisfactory performance by Mr. Alcock to the detriment of strategic Company objectives or to the Company's reputation or standing in the industry or the community, or which has brought the Company into disrepute; (c) error in the calculation of achievement of any Performance Rights or performance conditions; (d) false or misleading statement or omission in relation to the Company's financial statements; (e) a breach of Mr. Alcock's obligations to the Company, including any breach of his employment agreement or the Company policies or codes of conduct; or (f) conviction of Mr. Alcock of a criminal offence or Mr. Alcock has had a judgment entered against him in any civil proceedings in respect of duties at law, in equity or under statute. <p>Further, the Board has discretion to determine to Clawback any and all unvested</p>	

	<p>Options or Performance Rights or Shares made to Mr. Alcock under this Offer:</p> <ul style="list-style-type: none"> (a) to protect the financial soundness and sustainability of the Company; (b) to ensure that no unfair benefit is obtained by Mr. Alcock; or (c) to respond to a material change in the circumstances of, or significant unexpected or unintended consequence affecting the Company that was not foreseen by the Board.
<p>Vesting conditions</p>	<p>Vesting conditions based on three performance hurdles will apply to the Options and Performance Rights.</p> <p><i>First Performance Condition</i></p> <p>50% of the Options (i.e. 27,382 Options) and 50% of the Performance Rights (i.e. 10,966 Performance Rights) will be subject to, and will vest on, the achievement of a hurdle measuring the compound annual growth (CAGR) in funds under administration (FUA) over the next three years. The vesting is calibrated as follows:</p> <ul style="list-style-type: none"> • zero vesting will occur if the FUA does not exceed \$27 billion by 30 June 2022; • 25% vesting will occur if the FUA reaches \$27 billion by 30 June 2022; • 80% vesting will occur if the FUA reaches \$29 billion by 30 June 2022; • 100% vesting will occur if the FUA reaches \$32 billion by 30 June 2022; • vesting between \$27 billion and \$29 billion in FUA (for between 25% and 80% vesting) will be on a straight-line basis between these two levels; and • vesting between \$29 billion and \$32 billion in FUA (for between 80% and 100% vesting) will be on a straight-line basis between these two levels. <p>The Board reserves the right to reduce by up to 50%, the number of Performance Rights and Options vesting under this condition if the FUA growth was achieved on terms materially less favourable to the Company than terms offered in the normal course of business, unless such terms were approved by the Board.</p> <p><i>Second Performance Condition</i></p> <p>50% of the Options (i.e. 27,382 Options) and 50% of the Performance Rights (i.e. 10,966 Performance Rights) will be subject to, and will vest on, the achievement of a hurdle measuring the absolute total Shareholder return (ATSR) of 12.5% to 17.5% per annum over the next three years. The vesting is calibrated as follows:</p> <ul style="list-style-type: none"> ▪ 25% vesting of PC2 Options and Performance Rights occurs when a threshold vesting of 12.5% ATSR compounded annually is achieved; ▪ 100% vesting of PC2 Options and Performance Rights occurs when a threshold vesting of 17.5% ATSR compounded annually is achieved; and ▪ vesting between 12.5% and 17.5% ATSR will be on a straight-line basis between these two levels. <p><i>Thresholds</i></p> <p>The determination of the ATSR thresholds will be based upon the 20 trading day VWAP for HUB24 shares prior to 20 September 2019. The 20 trading day VWAP for Shares up to that date (i.e. 20 September 2019) was \$12.36, therefore (in the absence of any dividends) the 12.5% threshold is \$17.60 and the 17.5% threshold is \$20.05.</p> <p>The determination of ATSR achieved over the performance period will be based</p>

	<p>on the 40 trading day VWAP of Shares traded on ASX immediately following the release of the full-year results for the relevant prior fiscal year. In circumstances where the ASX200 falls by greater than 5% during a 40 trading day test period, the testing period will recommence after the period the greater than 5% fall was recorded. The use of a 40 trading day VWAP in the calculation of the end price for ATSR performance testing avoids any abnormal daily share price movements that could advantage or disadvantage employees.</p> <p>In respect of the Second Performance Condition, the hurdles will be tested over a cumulative three year period to the test date on the 40th trading day following the release of the Company's financial results for the year ended 30 June 2022, subject the above circumstances. If required, any unvested Options or Performance Rights from that three year test will be retested against the CAGR ATSR hurdles over the cumulative four year period to 40 trading days from the date of release of the Company's financial results for the year ended 30 June 2023 (Last Testing Date). Any Options or Performance Rights not meeting this four year hurdle will lapse and be cancelled.</p> <p>Any Performance Rights and Options that have not vested after the Last Testing Date, i.e. in 2023, will lapse.</p> <p><i>Takeover / 'Change of Control' Event</i></p> <p>All outstanding Options and Performance Rights will be performance tested based on the pro rata achievement of the performance condition to the date of the change of control and the amount that vest will be calculated at that time. Any restrictions on the disposal of the Shares issued on the exercise of Options will cease to apply, where there is an acquisition by a person or entity (whether directly or indirectly) of not less than 90% of the issued shares of the Company, whether by takeover or a members scheme of arrangement in accordance with the Corporations Act, or on the occurrence of some other form of 'change of control' event in respect of the Company as determined by the Board. The Board may in its sole discretion either cancel the remaining Options and Performance Rights not vested or continue testing and vesting of the remaining Options and Performance Rights in accordance with the original issue.</p> <p>The Board has the discretion to determine that any LTI benefit payable in the above termination circumstances can be settled in cash based on the number of Shares vested multiplied by the 20 trading day closing market price (VWAP) of Shares immediately prior to such payment.</p>	
Lapse	<p>Options that may be exercised and are not exercised by the Expiry Date will automatically lapse.</p> <p>Options that have not vested on the Last Testing Date (as defined above) will automatically lapse.</p> <p>All unvested Options will lapse in the event of Mr. Alcock's resignation or in the event of his termination by the Company for cause.</p>	<p>Performance Rights that may be exercised and are not exercised by the Expiry Date will automatically lapse.</p> <p>Performance Rights that have not vested on the Last Testing Date (as defined above) will automatically lapse.</p> <p>All unvested Performance Rights will lapse in the event of Mr. Alcock's resignation or in the event of his termination by the Company for cause.</p>
Exercise / conversion	<p>Vested Options may be converted into Shares by way of notice given by Mr. Alcock to the Company of his election to exercise a specified number of Options and the subsequent payment of the relevant exercise price.</p>	<p>On a Performance Right vesting, Mr. Alcock becomes entitled to receive a Share at his election provided he continues as an employee.</p>

<p>Disposal restrictions</p>	<p>Options are not transferrable without the approval of the Board. Transfers of Options may be considered after 12 months from date of grant.</p> <p>Sale of the Shares issued on exercise of the Options will be restricted for a period of 12 months after the date of issue of such Shares. However, the sale of a portion of such Shares for the purpose of funding the payment of the exercise price of the Options or to meet tax obligations arising from the issue of Shares will be permitted, subject to compliance with legal obligations in respect of the sale of such Shares.</p>	<p>Sale of the Shares issued on conversion of the Performance Rights will be restricted for a period of 12 months after the date of issue of such Shares. However, the sale of a portion of such Shares to fund taxation obligations arising from the conversion of the Performance Rights will be permitted, subject to compliance with legal obligations in respect of the sale of such Shares.</p> <p>Performance Rights are not transferrable without the approval of the Board. Any such transfer of Performance Rights must occur within 120 days of the issue date.</p>
<p>Issue of Shares on exercise of Options or conversion of Performance Rights</p>	<p>Upon exercise or vesting, each Option and Performance Right will be converted to a Share ranking equally with the Company's existing Shares.</p> <p>The Company will apply to ASX for quotation of the new Shares issued on the exercise of the Options or conversion of the Performance Rights.</p>	

ANNEXURE B

SUMMARY OF KEY TERMS OF THE NEW CONSTITUTION (RESOLUTION 6)

No	Subject	New constitution clause reference	Commentary / Reasons for change
1.	Transitional Provision	4	This clause makes clear that pre-existing governance structures established under the existing constitution continue and do not need to be re-established once the new constitution is adopted.
2.	Currency	5.1	This clause provides flexibility to the Board by allowing the Board to pay dividends, returns of capital and other distributions to overseas shareholders in the currency of its choice. This may be useful where there is a significant foreign shareholding.
3.	Variation of class rights	11	This clause provides a clearer framework for the variation of class rights than in the existing constitution. The framework broadly reflects the regime for variation of class rights set out in the Corporations Act.
4.	Non-marketable parcels	12	This clause is substantially similar to clause 39 of the Company's existing constitution and provides for the acquisition of non-marketable parcels.
5.	Proportional takeover bids	30	This clause is substantially similar to clause 40 of the Company's existing constitution and sets out the requirement for proportional takeover bids to be approved by shareholders before proceeding.
6.	Alteration of share capital	31	This clause facilitates share consolidations and reductions of capital where fractional entitlements to shares or other securities may arise. There is no identical clause in the existing constitution.
7.	Reductions of capital	32	This clause is comparable to clause 12 of the Company's existing constitution although it provides the Company with further flexibility. This clause enables the Company to effect an in specie distribution through a reduction of capital. It also allows the execution of a proper instrument of transfer of shares distributed in specie and provides the Board with an ability to make certain determinations where the participation of foreign shareholders in an in specie distribution may be unlawful under relevant local law.
8.	Ancillary powers	33	This clause provides the Board with powers to resolve certain difficulties which may be encountered in distributing, transferring or issuing specific assets, shares or securities to particular members under Australian or other

No	Subject	New constitution clause reference	Commentary / Reasons for change
			laws. There is no identical clause in the existing constitution.
9.	Buybacks	34	This clause is consistent with the Corporations Act. This clause enables Directors to exercise the Company's statutory power (under the Corporations Act) to buy back its shares. There is no identical clause in the existing constitution.
10.	Member	39	This clause clarifies that Members present include members present by proxy, attorney or representative. This clause is comparable to clause 15.2 of the existing constitution.
11.	Quorum	40	This clause is substantially similar to the existing constitution, outlining the requirements for a quorum of members (which is still 2 members).
12.	General conduct	42	This clause sets out the conduct of a general meeting of shareholders and the powers of the chairperson in conducting such meetings. This clause is comparable to some of the provisions which appears in a number of clauses in the existing constitution, such as in clauses 14 and 15 of the existing constitution.
13.	Postponement and adjournment of general meetings	43	This clause sets out the powers of the chairperson to postpone or adjourn a general meeting (consistent with the Corporations Act) rather than only having the power to adjourn if directed to do so by a resolution of the meeting. This clause is comparable to clause 15.5 of the existing constitution.
14.	Admission to general meetings	47	This clause outlines the procedure by which people can be admitted or excluded from general meetings and provides the chairperson with enabling powers in respect of general meetings. There is no identical clause in the existing constitution.
15.	Auditor's right to be heard	48	This clause confirms the right of the auditor to attend and be heard at any general meeting of the Company's shareholders. There is no identical clause in the existing constitution.
16.	Votes of members & Votes by proxy	49 & 53	These clauses reflect amendments made to the Corporations Act in recent years in relation to the voting of shares, either directly or by proxy.


No	Subject	New constitution clause reference	Commentary / Reasons for change
			There are no equivalent clauses in the existing constitution.
17.	Direct votes	54	<p>This clause allows the Board to permit voting at general meetings in ways other than attending in person or via proxy delivered to the Company, such as by post, fax or other electronic means approved by the Directors. This enables the Board to adapt to new technologies as they emerge.</p> <p>There is no identical clause in the existing constitution.</p>
18.	Document appointing proxy	55	<p>This clause is comparable to clause 17 of the existing constitution which prescribes the contents of proxy forms and did not allow for electronic proxies.</p> <p>This clause is consistent with the Corporations Act. It does not prescribe a form of proxy and provides the Board with flexibility in determining how proxies are processed.</p>
19.	Representatives	59	<p>This clause contains provisions relating to the appointment of an individual to act as the representative of a corporate shareholder at general meetings (as provided for in the Corporations Act).</p> <p>There is no identical clause in the existing constitution.</p>
20.	Qualification of Directors	61	<p>This clause is comparable to clause 18.2 of the existing constitution which did not require that a Director or alternate Director hold any shares in the Company.</p> <p>This clause in the new constitution requires that a Director or alternate Director of the Company must hold at least 1,000 shares. A person that has been insolvent in the previous 5 years is also ineligible to become a Director.</p>
21.	Retirement of Directors	64	<p>This clause is comparable to clause 18.5(a) of the existing constitution. It sets out the provisions relating to retirement of Directors by rotation but provides flexibility by removing the requirement for a third of Directors to retire by rotation each year.</p>
22.	Eligibility for election as Director	65	<p>This clause is comparable to clause 18.9 of the existing constitution in that it sets out the provisions relating to the eligibility for election as a Director. However the new clause also accounts for spill meetings.</p>
23.	Remuneration of Non-Executive Directors	67	<p>This clause is comparable to clause 19 of the existing constitution. However, it is more specific in relation to the remuneration of the Company's</p>

No	Subject	New constitution clause reference	Commentary / Reasons for change
			Non-Executive Directors. For example, it aligns the maximum annual remuneration of Non-Executive Directors with the amount permitted under the existing constitution and makes it clear that superannuation contributions are included in the cap as mandated under the ASX Listing Rules.
24.	Remuneration of executive Directors	68	This clause is comparable to clause 19.5 of the existing constitution. This clause deals with remuneration of executive Directors. It gives the Board the power to make payments for D&O insurance and allows share-based payments to be made in lieu of cash remuneration.
25.	Directors interests	72	This clause is comparable to clause 21.4 of the existing constitution. It sets out the procedures that Directors must follow in declaring material personal interests (and supplements the requirements of the Corporations Act) and incorporates a number of provisions to protect the Company against Directors' interests.
26.	Written resolutions	78	This clause is comparable to clause 23.10 of the existing constitution by setting out the procedure involved in the Board passing written resolutions (in person, by telephone or other technology) and providing flexibility in the way in which Directors are able to consent to a resolution.
27.	Dividends	89	This clause is comparable to clause 32.1 of the existing constitution. It provides the methods by which Directors can declare or determine a dividend, allows Directors to choose between declaring a dividend and determining that a dividend be paid and expressly contemplates interim and final dividends.
28.	Amend resolution to pay dividend	90	This clause clarifies that if the Directors determine that a dividend is payable under clause 89 of the new constitution, they can amend or revoke the resolution to pay the dividend before the record date notified to ASX for determining entitlement to that dividend (or interim dividend). There is no identical clause in the existing constitution.
29.	In specie dividends	96	This clause expands on and clarifies clause 32.10 in the existing constitution by including provisions to enable, facilitate and administer in-specie dividends.
30.	Payment of dividends	97	This clause is comparable to clause 32.10 of the existing constitution but allows for the payment of dividends electronically or by any other means determined by the Directors.


No	Subject	New constitution clause reference	Commentary / Reasons for change
31.	Indemnity	105	This clause expands on clause 37 of the existing constitution by providing authority to the Board to enter into a deed of indemnity and insurance for the benefit of Directors, the company secretary, other officers and full-time employees of the Company and the auditor in addition to taking GST into account for the purposes of any indemnity payment.
32.	Shareholder disclosure	106	<p>This clause requires that shareholders provide the Company with such information as the Company requires to comply with the Company's disclosure obligations under the ASX Listing Rules.</p> <p>There is no identical clause in the existing constitution.</p>


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
HUB24 Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of HUB24 Limited (the **Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1:00pm (AEDT) on Monday, 11 November 2019 at The Warrane Theatre, Museum of Sydney, Corner of Bridge & Phillip Street, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting (ie. 1.00pm (AEDT) on Saturday, 9 November 2019).

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Increasing the Maximum Aggregate Remuneration of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Bruce Higgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Ian Litster	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval of Issue of Options and Performance Rights to Andrew Alcock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (AEDT) on Saturday, 9 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

HUB24 Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**